

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

MUSIC CHOICE,)	
)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 08-130-SLR
)	
VIACOM, INC.,)	JURY TRIAL DEMANDED
VIACOM INTERNATIONAL, INC., and)	
MTV NETWORKS,)	
)	
Defendants.)	

ANSWER TO COUNTERCLAIMS

Plaintiff, Music Choice, through its undersigned counsel, answers the counterclaims of Defendants Viacom, Inc. ("Viacom"), Viacom International, Inc. ("Viacom International") and MTV Networks ("MTVN") (collectively, "Defendants") as follows:

35. Paragraph 35 of Defendants' counterclaims incorporates by reference paragraphs 1-27 of Defendants' Answer, which are Defendants' responses to the allegations in the Complaint, and which require no reply. Paragraph 35 also incorporates by reference paragraphs 28-34, which set forth Defendants' Affirmative Defenses. Music Choice denies each and every allegation set forth in paragraphs 28-34.

36. Music Choice admits that Defendants purport to state claims arising under the Patent Laws and pursuant to the Declaratory Judgment Act. Music Choice denies the remaining allegations in paragraph 36 of the counterclaims.

37. Music Choice admits that it has accused the Defendants of infringing the '256 and '169 patents. The remaining allegations in paragraph 37 state legal conclusions not requiring a response. To the extent a response to those allegations is required, the allegations are denied.

38. Music Choice admits the allegations in paragraph 38 of the counterclaims.

39. Music Choice admits the allegations in paragraph 39 of the counterclaims.

40. Music Choice admits the allegations in paragraph 40 of the counterclaims.

41. Music Choice admits the allegations in paragraph 41 of the counterclaims.

42. Music Choice admits the allegations in paragraph 42 of the counterclaims.

43. Music Choice admits the allegations in paragraph 43 of the counterclaims.

COUNTERCLAIM I
(Declaratory Relief: Non-infringement)

44. Music Choice restates and incorporates by reference each of the replies set forth in paragraphs 35-43 above.

45. Music Choice admits the allegations in paragraph 45 of the counterclaims.

46. Music Choice admits that it alleges that the Defendants infringe the '256 and '169 patents, and that the Defendants deny the allegations, as set forth in paragraph 46 of the counterclaims.

47. Music Choice admits the allegations in paragraph 47 of the counterclaims.

48. Music Choice admits that it alleges that the Defendants infringe the '256 and '169 patents, either literally or under the doctrine of equivalents, willfully or otherwise, and that Defendants have contributorily infringed or induced infringement of the claims of the '256 and '169 patents, and that the Defendants deny the allegations and seek a judicial declaration and determination of no infringement, as set forth in paragraph 48 of the counterclaims.

49. Music Choice denies the allegations in paragraph 49 of the counterclaims.

COUNTERCLAIM II
(Declaratory Judgment: Invalidity)

50. Music Choice restates and incorporates by reference each of the replies set forth in paragraphs 35-49 above.

51. Music Choice admits the allegations in paragraph 51 of the counterclaims.

52. Music Choice admits that it alleges that the '256 and '169 patents are valid, and that the Defendants deny the allegations, as set forth in paragraph 52 of the counterclaims.

53. Music Choice admits the allegations in paragraph 53 of the counterclaims.

54. Music Choice denies that the claims of the '256 patent are invalid, as alleged in paragraph 54 of the counterclaims.

55. Music Choice denies that the claims of the '169 patent are invalid, as alleged in paragraph 55 of the counterclaims.

56. Music Choice denies the allegations in paragraph 56 of the counterclaims.

Music Choice denies all remaining allegations not specifically admitted herein. Music Choice further denies that Defendants are entitled to the relief requested or to any relief whatsoever.

PRAYER FOR RELIEF

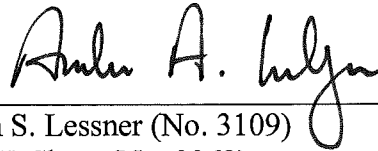
WHEREFORE, Music Choice prays for judgment from this Court:

- A. Dismissing Defendants' counterclaims with prejudice;
- B. Denying Defendants the relief sought by their counterclaims;
- C. Awarding Music Choice the relief sought in its Complaint;
- D. Awarding Music Choice its reasonable attorney fees, expenses and costs in this action incurred in defending against Defendants' counterclaims; and

E. Awarding Plaintiff Music Choice such other and further relief as this Court may deem just and proper.

Respectfully submitted,

YOUNG CONAWAY STARGATT & TAYLOR LLP



Martin S. Lessner (No. 3109)
John W. Shaw (No. 3362)
Andrew A. Lundgren (No. 4429)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801
(302) 571-6600
mlessner@ycst.com

Attorneys for Plaintiff Music Choice

OF COUNSEL:

Martin M. Zoltick
C. Nichole Gifford
Ryan P. Wallace
ROTHWELL, FIGG, ERNST & MANBECK, P.C.
1425 K Street, N.W.
Suite 800
Washington, D.C. 20005
(202) 783-6040
mzoltick@rfem.com

Dated: May 5, 2008

CERTIFICATE OF SERVICE

I, Andrew A. Lundgren, Esq., hereby certify that on May 5, 2008, the foregoing document was electronically filed with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Jack B. Blumenfeld, Esq.
Rodger D. Smith, II, Esq.
MORRIS NICHOLS ARSHT & TUNNELL LLP
1201 N. Market Street
Wilmington, DE 19899

Additionally, I hereby certify that the foregoing document was served by hand-delivery and e-mail upon the above-listed counsel and on the following counsel as indicated.

BY E-MAIL

David Gindler (*dgindler@irell.com*)
Christopher Vanderlaan (*cvanderlaan@irell.com*)
Alexandre C.D. Giza (*agiza@irell.com*)
Irell & Manella LLP
1800 Avenue of the Stars
Suite 900
Los Angeles, CA 90067

YOUNG CONAWAY STARGATT & TAYLOR LLP

/s/ Andrew A. Lundgren

Martin S. Lessner (No. 3109)
John W. Shaw (No. 3362)
Andrew A. Lundgren (No. 4429)
The Brandywine Building
1000 West St., 17th Floor
P.O. Box 391
Wilmington, Delaware 19899-0391
Telephone: 302-571-6600

Attorneys for Plaintiff Music Choice